

IN THE MATTER OF:

BORALEX ASHLAND INC.'S)	LICENSE
Conversion to BORALEX ASHLAND)	TRANSFERS
LP)	
)	(Site Location of Development;
A-577-70-D-T)	Solid Waste; Air)

Pursuant to Maine's *Site Location of Development law*, 38 M.R.S.A. §§ 481–490; Protection and Improvement of Air laws, 38 M.R.S.A. §§ 581–610-A, and Hazardous Waste, Septage and Solid Waste Management Act, 38 M.R.S.A. §§ 1301–1319-Y, Maine Department of Environmental Protection ("Maine DEP") regulations promulgated pursuant to these laws; and *Rules Concerning the Processing of Applications and Other Administrative Matters*, 06-096 CMR 2 (effective April 1, 2003), the Maine DEP has considered the application of Boralex Ashland Inc. and Boralex Ashland LP with its supportive data, agency review comments, and other related materials on file and FINDS THE FOLLOWING FACTS:

1. APPLICATION SUMMARY

A. Application. **Boralex Ashland Inc.** submitted an application to Maine DEP for the transfer of licenses. The application sought to transfer to **Boralex Ashland LP** all active Maine DEP *licenses*, as defined in 06-096 CMR 2.1(J), any modifications, condition compliance orders, all other approvals, and all applications pending in the name of Boralex Ashland Inc. relating its wood-fired electric generating plant ("facility"). A schedule of permits and applications that were the subject of that application, and this Department Order, is set forth in Appendix A. Maine DEP accepted Boralex Ashland Inc.'s license transfer application as complete for processing on 10/25/06.

B. History

- (1) The Transaction.** Boralex Ashland Inc. proposes to execute a Certificate of Conversion, converting from a corporation to a limited partnership, thus transferring all of Boralex Ashland Inc.'s wholly owned assets located in Maine to Boralex Ashland LP.
- (2) Operations.** Boralex Ashland Inc.'s operations include a wood-fired electric generating plant located at 63 Realty Road, Ashland, Maine 04732.

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2. TRANSFER REQUIREMENTS

The following information regarding Boralex Ashland Inc. and Boralex Ashland LP was submitted in support of the transfer application:

A. Full Name and Address. The full name and address of the new owner is:

Boralex Ashland LP
63 Realty Road
Ashland, Maine 04732

B. Certification. Boralex Ashland LP certifies that there will be no increase in air emissions beyond that provided for in the existing licenses, either in quantity or type.

C. Title, Right, or Interest. Boralex Ashland Inc. submitted copies of a Certificate of Conversion to be executed at the time of the transaction, and Certificate of Limited Partnership, to be filed by Sylvain Aird, Secretary, Boralex Ashland Inc. just prior to the transaction. Based on the information submitted, the parties have provided sufficient evidence of title, right, or interest in the facility to allow the transfer to Boralex Ashland LP of the facility's licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, and pending applications.

D. Financial Capacity and Intent. Boralex Ashland Inc. submitted the audited financial statement of Boralex Inc., the parent company of Boralex Ashland Inc. and Boralex Ashland LP, documenting Boralex Ashland LP's financial ability through Boralex, Inc. to comply with the all conditions of applicable Maine DEP licenses and satisfy all applicable statutory criteria. The statement provides that Boralex Ashland Inc. is a subsidiary of Boralex Inc., and that Boralex Ashland LP will be a subsidiary of Boralex Inc. The statement further provides that as of December 31, 2005 the net worth of Boralex Inc. was \$429 M (Canadian). Based on the information submitted, Boralex Inc. has demonstrated sufficient financial capacity and intent to assure compliance with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, pending applications, as well as any statutory and regulatory criteria applicable to the facilities.

E. Technical Capacity and Intent. Boralex Ashland Inc. has been operating the facility and advises that there will be no changes in operating personnel. Boralex Ashland Inc. submitted resumes of employees responsible for environmental compliance which satisfactorily document their technical ability to operate the facility in accordance with applicable laws, regulations, and license and permit conditions. The Facility's regulatory history with the Maine DEP demonstrates that the environmental personnel are competent to properly manage the Facility. The information submitted in the application provides sufficient evidence that Boralex Ashland LP has the technical capacity and intent to comply with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations,

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variances, certifications and amendments thereto, condition compliance orders, pending applications, and any statutory and regulatory criteria applicable to the facility.

BASED ON THE ABOVE FINDINGS OF FACT, the Maine DEP CONCLUDES that Boralex Ashland LP has demonstrated the technical and financial capacity and intent to comply with the conditions of all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders and pending applications associated with the facilities described in this Order's findings, including specifically those licenses and applications listed in Appendix A, and to satisfy all applicable statutory and regulatory criteria.

THEREFORE the Maine DEP APPROVES the application of Boralex Ashland LP

DONE AND DATED AT AUGUSTA, MAINE THIS _____ DAY OF JANUARY 2007.

DEPARTMENT OF ENVIRONMENTAL PROTECTION

By: _____
David P. Littell, Commissioner

PLEASE NOTE ATTACHED SHEET FOR GUIDANCE ON APPEAL PROCEDURES

Date of initial receipt of application: October 24, 2006

Date application accepted for processing: October 25, 2006

Date filed with the Board of Environmental Protection:

This order written by Malcolm C. Burson, Office of the Commissioner

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AIR QUALITY ORDERS		
NUMBER	DESCRIPTION	APPROVED
AIR EMISSIONS LICENSES:		
A-577-70-A-I	INITIAL PART 70 LICENSE	7/2/02

WASTE DISCHARGE ORDERS		
NUMBER	DESCRIPTION	APPROVED
WASTE DISCHARGE LICENSES:		
W-007837-64-A-N	TAX CERTIFICATION	3/31/94

LAND ORDERS		
NUMBER	DESCRIPTION	APPROVED
LAND DEVELOPMENT LICENSES:		
L-17762-26-A-N	SITE LOCATION OF DEVELOPMENT	2/26/92
Note: Any and all subsequent amendments, modifications, etc., are incorporated here by reference.		

SOLID WASTE ORDERS		
NUMBER	DESCRIPTION	APPROVED
S-021177-SE-B-R	RESIDUALS UTILIZATION PROGRAM LICENSE	6/21/02
S-021177-SE-G-M	MINOR MODIFICATION	pending